

# OSTER

## Researching Services

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RECORDATION NO. 29569 FILED

December 10, 2010

DEC 10 '10 -2 59 PM

**SURFACE TRANSPORTATION BOARD**

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board is one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

**Memorandum of Assignment of Railcar Lease dated 12/8/10**

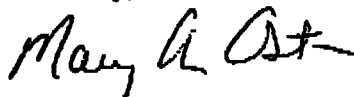
**Assignor:** Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

**Assignee:** Wells Fargo Equipment Finance, Inc. dba  
Midwest Railcar Capital Equipment Company  
733 Marquette Avenue  
Minneapolis, MN 55402

**Equipment:** 25, 85' 110-ton Flatcars  
AWXX 20551-20575

Please record this agreement as a primary document. The filing fee of \$41.00 is enclosed.  
Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

Enclosure

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DEC 10 '10 -2 59 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**  
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of December 8, 2010 is between MIDWEST RAILCAR CORPORATION (the "Assignor") and WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as successor lessor by way of assignment from Greenbrier Leasing Company, LLC, formerly known as Greenbrier Leasing Corporation, has leased to BCDC Environmental, LC, as lessee (the "Lessee"), twenty-five (25) 85 foot, 110-ton, 286,000 lb. Gross Rail Load, Plate C Standard Level Flatcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Rider 1 dated as of March 17, 2004, as amended by the Amendment to Rider effective December 1, 2010, each by and between Assignor, as successor lessor, and Lessee, as lessee, to the Equipment Lease dated as of March 17, 2004 by and between Assignor, as successor lessor and Lessee (collectively, as amended, the "Lease").

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor as assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION  
as Assignor

By: Richard M. Murphy  
Richard M. Murphy  
President & CEO

STATE OF Illinois )  
COUNTY OF Madison ) ss:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Madison this 8<sup>th</sup> day of December 2010 by Richard M. Murphy, as the President & CEO of Midwest Railcar Corporation, an Illinois corporation.

Karyn F. Ward  
Notary Public

My commission expires: 5/13/14

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO EQUIPMENT FINANCE, INC.  
d/b/a MIDWEST RAILCAR CAPITAL  
EQUIPMENT COMPANY  
("Assignee")

By:  (SEAL)  
Name: Julie Milbrath  
Title: Assistant Vice President

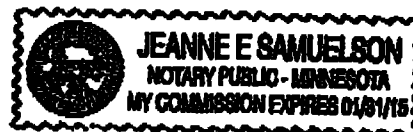
STATE OF MINNESOTA  
COUNTY OF HENNEPIN ) SS:

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Hennepin this 8<sup>th</sup> day of December 2010 by Julie Milbrath, as an AVP of WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota corporation.

  
Notary Public

My commission expires: 1-31-15

[Notarial Seal]



**DESCRIPTION OF RAILCARS**

Twenty-Five (25) 85-foot, 110-ton, 286,000 lb. Gross Rail Load, Plate C Standard Level Flatcars equipped to handle four (4) 20 foot containers or two (2) 40 foot containers, each built by Trenton Works in 2004 and bearing the following reporting marks and numbers:

**AWXX 20551 – AWXX 20575, Inclusive**